

2
Prepared by and when recorded

Return to:

First South Farm Credit, ACA

P. O. Box 1770

Ridgeland, MS 39158-1770

Attn: Eric Clark

Phone: 601-898-8540

Indexing Instructions: (See Attached)

5/19/08 10:52:28 SS
BK 126 PG 239
DESO TO COUNTY, MS
W.E. DAVIS, CH CLERK

LIMITED POWER OF ATTORNEY

WHEREAS, First South Farm Credit, ACA (the "Participant")
has entered into a Certificate of Participation dated May 16, 2008, pursuant to which the Participant
purchased from Oxford University Bank (the "Originator") a 100%
participation in Loan No. 92 37 336230-01 to Saturn Development, Inc.
(the "Borrower") in the original principal amount of \$3,000,000.00 (the "Loan"); and

WHEREAS, the Loan is secured in whole or in part by the real estate more particularly described in Exhibit
A hereto, together with any and all improvements, fixtures, equipment, timber or minerals located thereto.

WHEREAS, the Originator desires to appoint the Participant as its agent and attorney-in-fact to act for the
Originator and on its behalf in all matters relating to the Loan.

KNOW ALL MEAN BY THESE PRESENTS, that the Originator hereby designates and appoints the
Participant, who has this date purchased a 100% participation interest in the Loan as its exclusive agent and
attorney-in-fact to act for it and on its behalf in all matters relating to the Loan. The Participant is hereby authorized
and empowered by the Originator to take all actions and execute any and all documents related to the Loan for and
on behalf of the Originator, having the effect as the Originator's official act and deed, including, without limitation,
the following:

- a. make or consent to any amendments in the terms and conditions of the Loan, or in the terms of the
note or notes evidencing the Loan, or in any security instrument securing the Loan or any other documents executed
in connection with the Loan;
- b. waive or release any claim against any obligor under the Loan;
- c. make or consent to any release, subordination, substitution or exchange of any collateral securing
the Loan;
- d. accelerate payment under the Loan and/or under any note or notes evidencing the Loan;
- e. commence or consent to the commencement of any type of collection proceeding against any
obligor of the Loan;
- f. seize, sell, transfer, assign, foreclose or attempt to exercise against the Loan or any collateral
securing the Loan;
- g. to take any action as the Participant deems necessary to secure or otherwise protect the
Originator's and the Participant's interest in any collateral securing the Loan ; or
- h. execute such assignments, terminations, releases, modifications, amendments and other
instruments and documents as may be necessary or appropriate with respect to the Loan.

WITNESS MY SIGNATURE, on this the 16th day of May, 2008.

ORIGINATOR:

Oxford University Bank

By: Betty W. Durham
Its: Vice President

STATE OF Mississippi

COUNTY OF Lafayette

Personally appeared before me, the undersigned authority in and for the said parish and state, on this
_____ 16th _____ day of May, 2008, within my jurisdiction, the within named
Betty W. Durham, duly identified before me, who acknowledged that she is
Vice President of Oxford University Bank,
the Originator of the above-referenced Loan, and for and on behalf of said corporation, and as its act and deed,
she executed the above and foregoing instrument, after first having been duly authorized by said corporation so to
do.

Rennie Renea Brewer
NOTARY PUBLIC

My Commission expires:
~~Mississippi STATEWIDE NOTARY PUBLIC~~
~~MY COMMISSION EXPIRES JULY 7, 2011~~
~~BONDED THROUGH STELLAR NOTARY SERVICE~~
(Affix official seal)

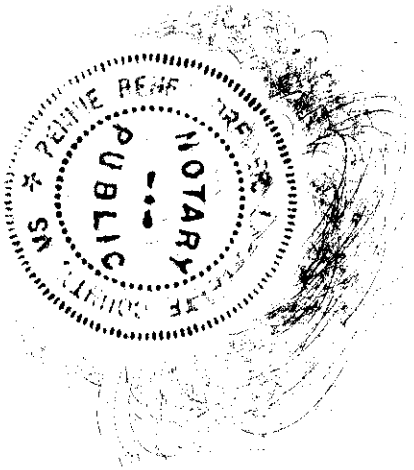


EXHIBIT "A"

5

LEGAL DESCRIPTION:

Tract 1: Saturn Development, Inc.

485.127 ACRES OF LAND LOCATED IN SECTION 5, TOWNSHIP 2 SOUTH, RANGE 9 WEST, DESOTO COUNTY, MISSISSIPPI, DESCRIBED AS FOLLOWS:

Begin at a 1" pipe found at the Northeast Corner of said Section 5; thence, run South 00 degrees 25 minutes 03 seconds East, along section line and along Richard Flowers property as recorded in Deed Book 285 at Page 25, 2195.30 feet to a ½" iron rod found on the north right-of-way line of the railroad (50 feet from center-line); thence, continue along said right-of-way line, South 53 degrees 19 minutes 58 seconds West, 900.66 feet to a ½" iron rod found; thence, continue along said right-of-way line, South 53 degrees 00 minutes 43 seconds West, 3916.59 feet to a ½" iron rod set at the northeast corner of an 11.500 acre tract; thence, leaving said right-of-way line, run North 77 degrees 02 minutes 46 seconds West, along the north boundary line of said 11.500 acre tract, 1449.45 feet to a ½" iron rod set at the northwest corner of said tract; thence, run North 00 degrees 23 minutes 10 seconds West, along section line, 2268.42 feet to the southwest corner of church property; thence, run South 80 degrees 50 minutes 52 seconds East, along said church property, 145.24 feet, passing a ½" iron rod found at 18.28 feet on line, to a ½" iron rod found at the southeast corner of said church property; thence, North 07 degrees 13 minutes 52 seconds East, along church property, 138.08 feet to a ½" iron rod found at the northeast corner of said property; thence, North 73 degrees 15 minutes 31 seconds West, along church property, 169.04 feet, passing a ½" iron rod found at 150.55 feet on line, to the northwest corner of said property; thence, run North 00 degrees 23 minutes 10 seconds West, along section line, 2378.27 feet to a spike found in the east shoulder of Howard Sanders Road at the northwest corner of said Section 5; thence, run South 89 degrees 31 minutes 38 seconds East, 5280.00 feet to the POINT OF BEGINNING.

Source Deed: Saturn Development, Inc. Property, Deed Book 387, Page 494.

PROPERTY DESCRIPTION FOR D.J. BRATA

Tract 1-A: Saturn Development, Inc.

126.558 ACRES OF LAND LOCATED IN THE NORTHEAST QUARTER AND THE SOUTHEAST QUARTER OF SECTION 7, TOWNSHIP 2 SOUTH, RANGE 9 WEST, DESOTO COUNTY, MISSISSIPPI, DESCRIBED AS FOLLOWS:

Begin at a ½" iron rod found at the Northeast Corner of said Section 7; thence, run North 00 degrees 23 minutes 10 seconds West, along section line, 157.15 feet to a p.k. nail set in the center of Church Road; thence, continue along the center of said Church Road the following calls: South 41 degrees 49 minutes 03 seconds East, 49.34 feet to a p.k. nail set; South 66 degrees 51 minutes 04 seconds East, 48.94 feet to a p.k. nail set; South 74 degrees 02 minutes 48 seconds East, 242.72 feet to a p.k. nail set; South 72 degrees 43 minutes 06 seconds East, 93.10 feet to a p.k. nail set; South 69 degrees 45 minutes 09 seconds East, 137.78 feet to a p.k. nail set; South 66 degrees 44 minutes 48 seconds East, 329.53 feet to a p.k. nail set; South 76 degrees 28 minutes 02 seconds East, 64.62 feet to a p.k. nail set; North 86 degrees 39 minutes 54 seconds East, 42.88 feet to a p.k. nail set on the north right-of-way line of the railroad (50 feet from center-line); thence, continue along said right-of-way line, South 53 degrees 00 minutes 43 seconds West, 4485.88 feet to a ½" iron rod found; thence, North, along quarter section line, 2917.23 feet to a ½" iron rod found; thence, South 89 degrees 14 minutes 59 seconds East, along section line and Richard Flowers property as recorded in Deed Book 285 at Page 25, 2646.60 feet to the POINT OF BEGINNING.

Source Deed: Saturn Development, Inc. Property, Deed Book 387, Page 494.

Note: The above described 126.558 acre tract is subject to road right-of-way.

PROPERTY DESCRIPTION FOR D. J. BRATA

TRACT #2

333.453 ACRES OF LAND, WITH 42.818 ACRES LOCATED IN THE NORTHEAST, NORTHWEST & SOUTHWEST QUARTERS OF SECTION 8, 117.826 ACRES LOCATED IN THE NORTHEAST, SOUTHEAST AND SOUTHWEST QUARTERS OF SECTION 5, AND 164.236 ACRES LOCATED IN THE NORTHEAST AND SOUTHEAST QUARTERS OF SECTION 7, ALL IN TOWNSHIP 2 SOUTH, RANGE 9 WEST, DESOTO COUNTY, MISSISSIPPI, DESCRIBED AS FOLLOWS:

Commence at a 1" pipe found at the Northeast Corner of said Section 5; thence, run South 00 degrees 25 minutes 03 seconds East, along section line, 2320.30 feet to a 1/4" iron rod found on the south right-of-way line of the railroad (50 feet from center-line) and the POINT OF BEGINNING; thence, continue along said railroad right-of-way the following calls: South 53 degrees 19 minutes 58 seconds West, 826.78 feet to a 1/4" iron rod found; South 53 degrees 00 minutes 43 seconds West, 9069.26 feet to a 1/4" iron rod found; thence run South, along EBI, Inc. Property (Deed Book 335, Page 306), 2224.37 feet to a 1/4" iron rod found; thence, South 89 degrees 32 minutes 14 seconds East, along Irwin Company property (Deed Book 254, Page 297), 2352.19 feet to a 1/4" iron rod found; thence, run North 01 degree 21 minutes 05 seconds West, along Reeves - Williams L. L. C. Property (File #03-1490), 869.72 feet to a 1/4" iron rod found; thence, North 42 degrees 24 minutes 03 seconds East, along said Reeves - Williams property, 1383.08 feet to a 1/4" iron rod found; thence, North 78 degrees 22 minutes 46 seconds West, along Reeves - Williams property, 2186.53 feet to a 1/4" iron rod found; thence, North 53 degrees 51 minutes 52 seconds East, along Reeves - Williams property, 4862.24 feet to a 1/4" iron rod found at the northwest corner of said Reeves - Williams L. L. C. property and on the proposed south right-of-way line of Church Road (53.00 feet from center-line) (no decided right-of-way found; thence, South 89 degrees 19 minutes 29 seconds East, along the north boundary line of said Reeves - Williams property and said proposed right-of-way, 1654.53 feet to a 1/4" iron rod found; thence, North 05 degrees 36 minutes 01 seconds East, along Mississippi Highway #61 right-of-way line, 3.00 feet to a right-of-way marker found; thence, continue along said right-of-way line the following calls: North 00 degrees 06 minutes 46 seconds East, 99.73 feet to a right-of-way marker found; North 76 degrees 13 minutes 00 seconds East, 167.50 feet to a 1/4" iron rod found; North 69 degrees 01 minute 00 seconds East, 316.10 feet to a point in the ditch; South 88 degrees 07 minutes 00 seconds East, 115.40 feet to a 1/4" iron rod found; South 78 degrees 53 minutes 06 seconds East, 160.87 feet to a 1/4" iron rod found; North 37 degrees 14 minutes 26 seconds East, 805.96 feet to a 1/4" iron rod found; thence, leaving said right-of-way line, run North 00 degrees 25 minutes 03 seconds West, along Prudential Inc. Property (Deed Book 230, Page 236), 2152.05 feet to the POINT OF BEGINNING.

Less & Except: 8.573 ACRES OF LAND CONVEYED TO REEVES-WILLIAMS, L. L. C. AS RECORDED IN FILE NO. 03-1490, CONVEYING A TOTAL OF 324.88 ACRES OF LAND.

Source Deed: Saturn Development, Inc. Property, Deed Book 387, Page 494.

Note: The above described property is subject to road right-of-way.

PROPERTY DESCRIPTION FOR D. J. BRATA

Tract #2A

2.000 ACRES OF LAND, WITH .245 ACRE LOCATED IN THE SOUTHEAST QUARTER OF SECTION 5 AND 1.755 ACRES LOCATED IN THE NORTHEAST QUARTER OF SECTION 8, TOWNSHIP 2 SOUTH, RANGE 9 WEST, DESOTO COUNTY, MISSISSIPPI, DESCRIBED AS FOLLOWS:

Commence at a cotton picker spindle set at the northeast corner of said Section 8; thence, run South 84 degrees 25 minutes 51 seconds West, 678.43 feet to a right-of-way marker found on the west 60 foot right-of-way line of Mississippi Highway #61 and the POINT OF BEGINNING; thence, run North 27 degrees 21 minutes 31 seconds West, along Highway #61 right-of-way, 173.99 feet to a ½" iron rod found; thence, South 68 degrees 08 minutes 40 seconds West, along said right-of-way line, 280.70 feet to a ½" iron rod found; thence, South 36 degrees 58 minutes 08 seconds West, 125.44 feet to a ½" iron rod found; thence, South 52 degrees 37 minutes 28 seconds East, 300.06 feet a ½" iron rod found on the West right-of-way line of said Highway #61; thence, continue along said right-of-way line, North 37 degrees 22 minutes 32 seconds East, 292.36 feet to the POINT OF BEGINNING.

PROPERTY DESCRIPTION FOR D.J. BRATA

TRACT #3

1.233 ACRES OF LAND LOCATED IN THE SOUTHEAST QUARTER OF SECTION 5, TOWNSHIP 2 SOUTH, RANGE 9 WEST, DESOTO COUNTY, MISSISSIPPI, DESCRIBED AS FOLLOWS:

Commence at a cotton picker spindle set in Church Road at the southeast corner of said Section 5; thence, run North 00 degrees 25 minutes 03 seconds West, along section line, 53.00 feet to a ½" iron rod set and the POINT OF BEGINNING; thence, continue North 00 degrees 25 minutes 03 seconds West, along section line, 389.15 feet to a ½" iron rod found on the east right-of-way line of Highway #61; thence, continue along said right-of-way line the following calls: South 38 degrees 08 minutes 40 seconds West, 311.47 feet to a ½" iron rod found (80 feet from center-line); South 26 degrees 01 minute 00 seconds West, 101.98 feet to a ½" iron rod found (100 feet from center-line); South 64 degrees 07 minutes 20 seconds East, along said right-of-way line, 167.18 feet to a ½" iron rod found; thence, North 00 degrees 47 minutes 39 seconds East, 23.00 feet to a ½" iron rod set on the north right-of-way line of Church Road (53 feet from center-line); thence, South 88 degrees 21 minutes 05 seconds East, along said right-of-way line, 89.25 feet to the POINT OF BEGINNING.

Tract 4: Saturn Development, Inc.

706.822 ACRES OF LAND WITH 528.228 ACRES LOCATED IN SECTION 9 AND 178.594 ACRES LOCATED IN SECTION 8, TOWNSHIP 2 SOUTH, RANGE 9 WEST, DESOTO COUNTY, MISSISSIPPI, DESCRIBED AS FOLLOWS:

Commence at a cotton picker spindle set in Church Road at the northwest corner of said Section 9; thence, run South 76 degrees 20 minutes 16 seconds East, 226.15 feet to a ½" iron rod set on the south right-of-way line of Church Road (53 feet from center-line) at the northeast corner of Robert Smith 2.90 acre tract; thence, run North 89 degrees 56 minutes 18 seconds East, along said right-of-way line, 1032.81 feet to a ½" iron rod found at the northwest corner of Desoto County Property (pump station) as recorded in Deed Book 417 at Page 149; thence, leaving said right-of-way line, run South 00 degrees 00 minutes 55 seconds West, along said Desoto County Property, 50.00 feet to a ½" iron rod found at the southwest corner of said property; thence, South 89 degrees 59 minutes 30 seconds East, 50.00 feet to a ½" iron rod found at the southeast corner of said property and on the west boundary line of Village of Memphis (Bomaine Plant) 9.823 acre tract as recorded in Deed Book 400 at Page 114; thence, continue along said Village of Memphis property, South 00 degrees 06 minutes 23 seconds West, 1009.42 feet to a ½" iron rod found at the southwest corner of said property and the POINT OF BEGINNING; thence, run South 00 degrees 06 minutes 23 seconds West, along Village of Memphis (Bomaine Plant) 34.254 acre tract as recorded in Deed Book 400, Page 116, 1340.58 feet to a ½" iron rod found at the southwest corner of said property; thence, South 89 degrees 53 minutes 37 seconds East, 800.00 feet to a ½" iron rod found at the southeast corner of said Village of Memphis 34.254 acre tract; thence, North 00 degrees 06 minutes 23 seconds East, 2400.00 feet to a ½" iron rod found on the south right-of-way line of Church Road (53 feet from center-line); thence, continue along said right-of-way line, South 89 degrees 39 minutes 38 seconds East, 228.25 feet to a ½" iron rod found at the northwest corner of DeSoto County property (water tower) as recorded in Deed Book 417, Page 153; thence, run South 00 degrees 08 minutes 26 seconds West, 199.99 feet to a ½" iron rod found at the southwest corner of said property; thence, South 89 degrees 52 minutes 53 seconds East, 200.04 feet to a ½" iron rod found at the southeast corner of said DeSoto County property; thence, North 00 degrees 06 minutes 57 seconds East, 199.75 feet to a ½" iron rod found at the northeast corner of said property and on the south right-of-way line of said Church Road (53 feet from center-line); thence, continue along said right-of-way line, South 88 degrees 41 minutes 04 seconds East, 728.02 feet to a ½" iron rod found at the northwest corner of cemetery property; thence, continue along said cemetery property the following calls: South 28 degrees 01 minute 30 seconds West, 110.07 feet to a ½" iron rod found; South 18 degrees 29 minutes 50 seconds East, 66.03 feet to a ½" iron rod found; South 53 degrees 53 minutes 10 seconds East, 106.79 feet to a ½" iron rod found; North 87 degrees 33 minutes 30 seconds East, 200.32 feet to a ½" iron rod found; North 37 degrees 40 minutes 40 seconds East, 263.80 feet to a ½" iron rod found on the south right-of-way line of said Church Road (53 feet from center-line); thence, continue along said right-of-way line, South 89 degrees 15 minutes 28 seconds East, 1602.80 feet to a point; thence, leaving said right-of-way line, run South 00 degrees 16 minutes 03 seconds East, along section line, 5177.55 feet, passing a ½" iron rod found at 48.00 feet on line, to a 10" fence corner at the southeast corner of said section 9; thence, run South 89 degrees 58 minutes 23 seconds West, along section line, 5284.59 feet to the southwest corner of said section 9; thence, run North 89 degrees 28 minutes 02 seconds West, along section line, 4331.69 feet to a ½" iron rod found on the east right-of-way line of Highway #61; thence, continue along said right-of-way line the following calls: North 37 degrees 18 minutes 20 seconds East, 179.46 feet to a ½" iron rod found (100 feet from center-line); North 32 degrees 32 minutes 30 seconds East, 240.82 feet to a ½" iron rod found (80 feet from center-line); North 37 degrees 18 minutes 20 seconds East, 2430.13 feet to a ½" iron rod found (80 feet from center-line); thence, leaving said right-of-way line, run South 89 degrees 58 minutes 00 seconds East, 864.10 feet to a ½" iron rod found; thence, South 00 degrees 02 minutes 00 seconds West, 500.00 feet to a ½" iron rod found; South 89 degrees 58 minutes 00 seconds East, 500.00 feet to a ½" iron rod found; thence, North 00 degrees 02 minutes 00 seconds East, 500.00

feet to a ½" iron rod found; thence, South 89 degrees 58 minutes 00 seconds East, 1123.42 feet to a ½" iron rod found; thence, North 37 degrees 26 minutes 05 seconds East, 2329.06 feet to the POINT OF BEGINNING.
Source Deed: Saturn Development, Inc., Deed Book 387, Page 494.

TRACT 5: Saturn Investment Corporation

PROPERTY DESCRIPTION FOR D.J. BRATA

159.335 ACRES OF LAND WITH 104.41 ACRES LOCATED IN THE NORTHEAST QUARTER AND THE SOUTHEAST QUARTER OF SECTION 8 AND 54.925 ACRES LOCATED IN THE NORTHWEST QUARTER AND THE SOUTHWEST QUARTER OF SECTION 9, TOWNSHIP 2 SOUTH, RANGE 9 WEST, DESOTO COUNTY, MISSISSIPPI, DESCRIBED AS FOLLOWS:

Commence at a cotton picker spindle set in Church Road at the northwest corner of said Section 9; thence, run South 76 degrees 20 minutes 16 seconds East, 226.15 feet to a ½" iron rod set on the south right-of-way line of Church Road (53 feet from center-line) at the northeast corner of Robert Smith 2.90 acre tract and the POINT OF BEGINNING; thence, run North 89 degrees 56 minutes 18 seconds East, along said right-of-way line, 1032.81 feet to a ½" iron rod found at the northwest corner of Desoto County Property (pump station) as recorded in Deed Book 417 at Page 149; thence, leaving said right-of-way line, run South 00 degrees 00 minutes 55 seconds West, along said Desoto County Property, 50.00 feet to a ½" iron rod found at the southwest corner of said property; thence, South 89 degrees 59 minutes 30 seconds East, 50.00 feet to a ½" iron rod found at the southeast corner of said property and on the west boundary line of Village of Memphis (Bomaine Plant) 9.823 acre tract as recorded in Deed Book 400 at Page 114; thence, continue along said Village of Memphis property, South 00 degrees 06 minutes 23 seconds West, 1009.42 feet to a ½" iron rod found at the southwest corner of said property; thence, run South 37 degrees 26 minutes 05 seconds West, 2329.06 feet to a ½" iron rod found; thence, North 89 degrees 58 minutes 00 seconds West, 1123.42 feet to a ½" iron rod found; thence, South 00 degrees 02 minutes 00 seconds West, 500.00 feet to a ½" iron rod found; thence, North 89 degrees 58 minutes 00 seconds West, 500.00 feet to a ½" iron rod found; thence, North 00 degrees 02 minutes 00 seconds East, 500.00 feet to a ½" iron rod found; thence, North 89 degrees 58 minutes 00 seconds West, 864.10 feet to a ½" iron rod found on the east right-of-way line of Highway #61 (80 feet from center-line); thence, continue along said right-of-way line the following calls: North 37 degrees 19 minutes 40 seconds East, 869.87 feet to a ½" iron rod found (80 feet from center-line); North 45 degrees 51 minutes 00 seconds East, 202.20 feet to a ½" iron rod found (110 feet from center-line); North 34 degrees 28 minutes 00 seconds East, 600.70 feet to a ½" iron rod found (80 feet from center-line); North 37 degrees 19 minutes 30 seconds East, 2000.00 feet to a ½" iron rod found (80 feet from center-line); thence, continue along said right-of-way line, North 87 degrees 12 minutes 00 seconds East, 247.13 feet to a ½" iron rod set at the northwest corner of Robert Smith property; thence, South, 363.00 feet to a ½" iron rod set at the southwest corner of said Smith property; thence, South 89 degrees 22 minutes 40 seconds East, 349.85 feet to a ½" iron rod set at the southeast corner of Smith property; thence, North 00 degrees 05 minutes 03 seconds East, 342.76 feet to the POINT OF BEGINNING.

Source Deed: Saturn Investment Corporation Property, Deed Book 346, Page 376.

LESS AND EXCEPT:

A tract or parcel of land containing **251.86 acres**, more or less, lying and being situated Sections 8 & 9, Township 2 South, Range 9 West, Desoto County, Mississippi and being more particularly described by metes and bounds as follows:

Commencing at a cotton picker spindle marking the Northwest corner of the Northwest $\frac{1}{4}$ of said Section 9; run thence

South 76 degrees 20 minutes 16 seconds East for a distance of 226.15 feet to the Southerly right of way of Church Road and the Point of Beginning of the herein described property; thence

North 89 degrees 56 minutes 18 seconds East along said Southerly right of way of Church Road for a distance of 1,032.81 feet to the Northwest corner of the Desoto County property as recorded in Deed Book 417, Page 149 in the Office of the Chancery Clerk of Desoto County; thence

South 00 degrees 00 minutes 55 seconds West along the West line of said Desoto County property for a distance of 50.00 feet to the Southwest corner of said Desoto County property; thence

South 89 degrees 59 minutes 30 seconds East along the South line of said Desoto County property for a distance of 50.00 feet to the West line of the Village of Memphis property as recorded in Deed Book 400, Page 116 in the Office of the Chancery Clerk of Desoto County; thence

South 00 degrees 06 minutes 23 seconds West along said West line of the Village of Memphis property for a distance of 2,350.00 feet to the Southwest corner of said Village of Memphis property; thence

South 00 degrees 06 minutes 23 seconds West for a distance of 758.22 feet; thence

South 57 degrees 56 minutes 37 seconds West for a distance of 2,011.42 feet; thence

South for a distance of 142.57 feet; thence

West for a distance of 2,805.55 feet; thence

North 37 degrees 19 minutes 30 seconds East for a distance of 4,520.51 feet; thence

East for a distance of 697.30 feet; thence

North for a distance of 429.68 feet; thence

North 89 degrees 22 minutes 40 seconds West for a distance of 5.50 feet to the Southeast corner of the Smith property as recorded in Deed Book 444, Page 143 in the Office of the Chancery Clerk of Desoto County; thence

North 00 degrees 05 minutes 03 seconds East for a distance of 342.76 feet to the Point of Beginning.

LESS AND EXCEPT:

10.000 acres of land located in the Southwest Quarter of Section 5, Township 2 South, Range 9 West, Desoto County, Mississippi, described as follows:

- Commence at a ½" iron rod found at the southwest corner of Section 5, Township 2 South, Range 9 West, Desoto County, Mississippi;
- thence, run along section line, North 00 degrees 23 minutes 10 seconds West, 497.15 feet to a point on the east margin of Howard Sanders Road at the northwest corner of Richard Smith 11.50 acre tract of land (Deed Book 444, Page 145) and the Point of Beginning;
- thence, continue along the east margin of Howard Sanders Road, North 00 degrees 23 minutes 11 seconds West, 378.96 feet;
- thence, leave the road and run, South 70 degrees 45 minutes 08 seconds East, 1700.44 feet to a point on the west right of way line of the railroad (50.0 feet from center);
- thence, continue along the west right of way line of the railroad, South 53 degrees 00 minutes 43 seconds West, 238.20 feet;
- thence, leave the railroad right of way and run, along said Richard Smith property, North 77 degrees 02 minutes 46 seconds West, 1449.45 feet back to the Point of Beginning.

Note: The above described property was not surveyed. Information was taken from a previous survey.

Note: Grantor reserves a 50' easement perpendicular to and across the east boundary line of the above described 10.00 acre tract.

LESS AND EXCEPTS

**PARCEL I
PROPOSED OPTIONAL FACILITY**

Being a 32.677 acre parcel of land situated in the Southeast Quarter (SE 1/4) of Section 7 and the Southwest Quarter (SW 1/4) of Section 8, Township 2 South, Range 9 West, DeSoto County, Mississippi and being out of and a part of a parcel of land conveyed to Saturn Development, Inc., as recorded in Deed Book 387, Page 494, in the Chancery Clerk's Office, DeSoto County, Mississippi. Said parcel being more particularly described as follows:

COMMENCING at a found iron pipe marking the corner common to Sections 7, 8, 17 and 18, Township 2 South, Range 9 West, DeSoto County, Mississippi;

THENCE run North, for a distance of 871.84 feet;

THENCE run West, for a distance of 324.81 feet to a 1/2 inch iron pin set on the East line of an existing Entergy, Inc. easement as recorded in Deed Book 22, Page 138 and Deed Book 190, Page 222, and a West parcel line of a 258.753 Acre tract of land as conveyed to Reeves-Williams, L. L. C., as recorded in Deed Book 459, Page 147 in the Chancery Clerk's Office of DeSoto County, Mississippi. Said point being the POINT OF BEGINNING of the herein described parcel;

THENCE run North 78° 22' 46" West, 1,466.35 feet to a 1/2 inch iron pin set;

THENCE run North 42° 24' 03" East, 1,383.08 feet to a 1/2 inch iron pin set, on a South line of the above referenced Reeves-Williams, L. L. C., 258.753 Acre tract;

THENCE along the above mentioned South line of the Reeves-Williams, L. L. C. tract, run South 78° 22' 46" East, 1,466.35 feet to a 1/2 inch iron pin set at an interior angle of said Reeves-Williams, L. L. C. tract and a point on the aforesaid East line of the Entergy, Inc. easement;

THENCE along aforesaid West line of the Reeves-Williams, L. L. C. tract and said East line of the Entergy, Inc. easement, run South 42° 24' 03" West, 1,383.08 feet to the POINT OF BEGINNING of the herein described parcel, containing a gross area of 40,000 acres, (1,742,400 square feet), more or less;

LESS AND EXCEPT a 7.323 acre parcel of land, (Parcel II), situated in the Southeast Quarter (SE 1/4) of Section 7, Township 2 South, Range 9 West, DeSoto County, Mississippi, as

conveyed to DeSoto County, Mississippi, and recorded in Deed Book 429, Page 257, in the Chancery Clerk's Office, DeSoto County, Mississippi. Said 7.323 acre parcel being more particularly described as follows:

COMMENCING at a found iron pipe marking the corner common to Sections 7, 8, 17 and 18, Township 2 South, Range 9 West, DeSoto County, Mississippi;

THENCE run North, for a distance of 1,124.68 feet;

THENCE run West, for a distance of 351.32 feet to a 1/2 inch iron pin set on the West line of an existing Entergy, Inc. easement as recorded in Deed Book 22, Page 138 and Deed Book 190, Page 222 in the Chancery Clerk's Office of DeSoto County, Mississippi. Said point being the POINT OF BEGINNING of the herein described 7.323 acre parcel;

THENCE leaving said West line of the Entergy, Inc. easement, run South 70° 42' 18" West, 250.87 feet to a 1/2 inch iron pin set;

THENCE run North 47° 35' 57" West, 417.88 feet to a 1/2 inch iron pin set;

THENCE run North 42° 24' 03" East, 618.71 feet to a 1/2 inch iron pin set;

THENCE run South 47° 35' 57" East, 536.83 feet to a 1/2 inch iron pin set on the aforesaid West line of the Entergy, Inc. easement;

THENCE along said West line of the Entergy, Inc. easement, run South 42° 24' 03" West, 397.84 feet to the POINT OF BEGINNING, containing 7.323 acres, (319,009 square feet), more or less, leaving a net area of 32.677 acres, (1,423,391 square feet), more or less.

LESS AND EXCEPT:

Being a 31.772 acre parcel of land situated in the Southeast Quarter (SE 1/4) and the Northeast Quarter (NE 1/4) of Section 5, Township 2 South, Range 9 West, DeSoto County, Mississippi and being out of and a part of that certain tract of land conveyed to Sahm Development, Inc. as described in Deed Book 387, Page 494, and Deed Book 387, Page 510, in the Chancery Clerk's Office of said DeSoto County, Mississippi. Said parcel of land being more particularly described as follows:

Commencing at a PK Nail set in the asphalt pavement of Church Road, marking the location of a 1" pipe found previously at the common corner of Sections 4, 5, 8, and 9, Township 2 South, Range 9 West, DeSoto County, Mississippi;

THENCE along the line between said Sections 4 and 5, run North 00° 32' 59" West, 842.35 feet to a 1/2" iron rebar set on the North right of way line of Mississippi State Highway No. 61, as same exists this date, (December, 2004), said rebar marking the Southeast corner and the Point of Beginning of the herein described parcel;

THENCE along said North right of way line, run South 35° 40' 09" West, 73.54 feet to a 1/2" iron rebar set;

THENCE leaving said North right of way line, run North 54° 19' 51" West, 60.00 feet to a 1/2" iron rebar set;

THENCE run South 35° 40' 09" West, 50.00 feet to a 1/2" iron rebar set;

THENCE run South 54° 19' 51" East, 60.00 feet to a 1/2" iron rebar set on the aforesaid North right of way line of Mississippi State Highway No. 61;

THENCE along said North right of way line, run South 35° 40' 09" West, 183.24 feet to a 1/2" iron rebar set;

THENCE leaving said North right of way line, run North 20° 39' 31" West, 390.24 feet to a 1/2" iron rebar set;

THENCE run North 35° 10' 56" West, 1429.55 feet to a 1/2" iron rebar set on the Southeasterly right of way line of the C. N. I. C. Railroad, as same exists this date, (December, 2004);

THENCE along said Southeasterly right of way line, run North 52° 54' 50" East, 573.89 feet to a 1/2" iron rebar set;

THENCE continuing along said Southeasterly right of way line, run North 53° 12' 02" East, 826.78 feet to a 1/2" iron rebar set on the aforesaid line between Sections 4 and 5, Township 2 South, Range 9 West;

THENCE along said Section line, run South 00° 32' 59" East, 2125.75 feet to the Point of Beginning, containing 31.772 acres, (1,383,970 square feet), more or less.

EXHIBIT " B "

INDEXING INSTRUCTIONS

This document should be Indexed Under the Checked Quarter Quarter Sections.

Section 5 Township 2 South Range 9 West County DESOTO State MS

NE/4				NW/4				SW/4				SE/4			
NE/4	NW/4	SW/4	SE/4	NE/4	NW/4	SW/4	SE/4	NE/4	NW/4	SW/4	SE/4	NE/4	NW/4	SW/4	SE/4
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Other

Section 7 Township 2 South Range 9 West County DESOTO State MS

NE/4				NW/4				SW/4				SE/4			
NE/4	NW/4	SW/4	SE/4	NE/4	NW/4	SW/4	SE/4	NE/4	NW/4	SW/4	SE/4	NE/4	NW/4	SW/4	SE/4
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Other

Section 8 Township 2 South Range 9 West County DESOTO State MS

NE/4				NW/4				SW/4				SE/4			
NE/4	NW/4	SW/4	SE/4	NE/4	NW/4	SW/4	SE/4	NE/4	NW/4	SW/4	SE/4	NE/4	NW/4	SW/4	SE/4
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Other

Section 9 Township 2 South Range 9 West County DESOTO State MS

NE/4				NW/4				SW/4				SE/4			
NE/4	NW/4	SW/4	SE/4	NE/4	NW/4	SW/4	SE/4	NE/4	NW/4	SW/4	SE/4	NE/4	NW/4	SW/4	SE/4
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Other